

EXHIBIT B

W.R. GRACE & COMPANY

Client No.

INVOICE NO.

734680

25568

November 5, 2004

Page 25

Disbursements

Messenger

10/08/04 Messenger MERCURY 10/4	255.00
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SUBTOTAL:	255.00
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Travel Expense

10/08/04 Travel Expense L. FLORENCE 9/27	9.00
10/31/04 Travel Expense L. FLORENCE 10/21	13.63

SUBTOTAL:	22.63
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Photocopies - Outside

10/13/04 Photocopies - Outside DOC EXP 10/8	31.16
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SUBTOTAL:	31.16
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10/31/04 Photocopies	685.80
10/31/04 Faxes	448.00
10/31/04 Telephone	213.61
10/31/04 Computer Searches	18.06
10/31/04 Federal Express	305.78
10/31/04 Messenger - In House	25.00

Total Costs

2,005.04

Total Due this Matter

49,156.04

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EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO. et al.

Debtors.

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)
)

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

) Objection Deadline: Jan. , 2005 at 4:00p.m.

Hearing Date: TDB only if necessary

**SUMMARY COVERSHEET TO THIRTY-THIRD MONTHLY INTERIM
APPLICATION OF CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART &
OLSTEIN FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR
NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

Name of Applicant:	Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein ("CBBG")
Authorized to provide professional services to:	Special Litigation and Environmental Counsel to Debtors
Date of Retention:	February 1, 2002
Period for which compensation and reimbursement is sought	November 1, 2004 through November 30, 2004
Amount of compensation sought as actual, reasonable and necessary	\$8,085.50 period November 1, 2004 through November 30, 2004 in professional fees
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$273.07 period of November 1, 2004 through November 30, 2004

This is a:

Monthly interim application

Prior Applications filed: Yes

Date Filed	Period Covered	Requested Fees (80%)	Requested Expenses	Status of Fees	Status of Expenses
04/30/02	03/01/02 through 03/31/02	\$11,914.00	\$1,601.57	Paid	Paid
05/16/02	04/01/02 through 04/30/02	\$18,244.80	\$800.41	Paid	Paid
06/02	05/01/02 through 05/31/02	\$10,476.80	\$1,952.06	Paid	Paid
07/02	06/01/02 through 06/30/02	\$23,778.80	\$124.87	Paid	Paid
08/02	07/01/02 through 07/31/02	\$21,644.40	\$382.71	Paid	Paid
09/02	08/01/02 through 08/31/02	\$34,612.80	\$2,524.85	Paid	Paid
10/02	9/01/02 through 9/30/02	\$29,157.20	\$2,926.37	Paid	Paid
11/02	10/01/02 through 10/31/02	\$25,916.00	\$2,067.73	Paid	Paid
12/02	11/01/02 through 11/30/02	\$27,517.20	\$2,314.21	Paid	Paid
01/03	12/01/02 through 12/31/02	\$56,228.40	\$8,398.02	Paid	Paid

02/03	01/01/03 through 01/31/03	\$144,530.40	\$9,533.27	Paid	Paid
03/03	02/01/03 through 02/28/03	\$80,008.09	\$19,621.20	Paid	Paid
04/03	03/01/03 through 03/31/03	\$108,130.40	\$16,983.37	Paid	Paid
5/03	04/01/03 through 04/30/03	\$69,407.60	\$3,684.64	Paid	Paid
6/03	05/01/03 through 05/31/03	\$26,057.93	\$0	Paid	Paid
7/03	06/01/03 through 06/30/03	\$60,407.20	\$2,061.28	Paid	Paid
8/03	07/01/03 through 07/31/03	\$78,271.60	\$9,347.66	Paid	Paid
9/03	08/01/03 through 08/31/03	\$48,996.80	\$1,966.20	Paid	Paid
10/03	09/01/03 through 09/30/03	\$29,190.80	\$2,057.14	Paid	Paid
11/03	10/01/03 through 10/31/03	\$36,243.20	\$1,026.05	Paid	Paid
12/03	11/01/03 through 11/30/03	\$44,670.80	\$1,919.20	Paid	Paid

2/04	12/01/03 through 12/31/04	\$37,199.20	\$839.62	Paid	Paid
02/04	01/01/04 through 01/31/04	\$52,239.60	\$1,038.45	Paid	Paid
03/04	02/01/04 through 02/29/04	\$31,430.00	\$2,975.32	Paid	Paid
04/04	03/01/04 through 03/31/04	\$28,304.00	\$877.91	Paid	Paid
05/04	04/01/04 through 04/30/04	\$51,685.20	\$1,793.71	Paid	Paid
06/04	05/01/04 through 05/31/04	\$96,132.80	\$1,015.71	Paid	Paid
07/04	06/01/04 through 06/30/04	\$93,467.60	\$8,732.43	Paid	Paid
08/04	07/01/04 through 07/31/04	\$58,543.20	\$5,708.23	Paid	Paid
09/04	08/01/04 through 08/31/04	\$87,745.20	\$3,704.36	Application pending	Application pending
10/04	09/01/04 through 09/30/04	\$60,518.00	\$2,976.80	Application pending	Application pending
11/04	10/01/04 through 10/31/04	\$37,912.80	\$2,005.04	Application pending	Application pending

As indicated above, this is the thirty-third application for interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

Summary of Compensation Requested

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner	\$375	18.90	\$7,087.50
Melissa E. Flax	Partner	\$250	3.80	\$950.00
Laura Munzer	Associate	\$160	.30	\$48.00

Total Fees \$8,085.50

Total Hours 23.00

EXPENSE SUMMARY

Expense Category	Total Expenses
Copies – Internal and Outside	
Westlaw/Pacer	\$13.45
Telephone	\$40.26
Faxes	\$51.00
FedEx	\$98.50
Travel	
Messenger	\$50.00
Additional Staff Time	\$74.86
Court Reporter (Hearing Transcript)	
Meals	
AirPhoto Services	
Stationary and Supplies	
Returned Witness Fee	(\$55.00)
Total	\$273.07

Dated: December 10, 2004

ATTACHMENT B
TO FEE APPLICATION
(November 1, 2004 through November 30, 2004)

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner	\$375	18.90	\$7,087.50
Melissa E. Flax	Partner	\$250	3.80	\$950.00
Laura Munzer	Associate	\$160	.30	\$48.00

Grand Total:	\$8,085.50
Blended Rate:	

COMPENSATION BY PROJECT CATEGORY¹

Project Category (Examples)	Total Hours	Total Fees
Asset Analysis		
Asset Disposition		
Business Operations		
Case Administration		
Claims Analysis Objection Resolution & Estimation (Asbestos)		
Claims Analysis Objection Resolution & Estimation (Non-Asbestos)		
Committee (All – Creditors', Noteholders', Equity Holders', etc.)		
Employee Benefits/Pensions		
Employment Applications, Applicant		
Employment Applications, Others		
Expenses		\$273.07
Fee Applications, Applicant	4.50	\$1,212.50
Fee Applications, Others		
Financing		
Hearings		
Litigation and Litigation Consulting	18.50	\$6,873.00
Plan and Disclosure Statement		
Relief from Stay Proceedings		
Tax Issues		
Tax Litigation		
Travel – non-working		
Valuation		
ZAI Science Trial		
ZAI Science Trial – Expenses		
Other (Explain)		

¹ In accordance with the Court's directive at the August 26, 2002 hearing, the compensation by project category has been revised to reflect the additional project categories required by the Court and the Fee Auditor.

EXPENSE SUMMARY

Expense Category (Examples)	Service Provider (if applicable)	Total Expenses
Computer Assisted Legal Research	WestLaw/Pacer	\$13.45
Facsimile (with rates)		\$51.00 (\$1.00 per page)
Long Distance Telephone		\$40.26
In-House Reproduction		(\$0.15 per page)
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Transcripts	Charles P. McGuire	
Local Travel		
Out-Of-Town Travel		
airfare		
car/taxi service		
Courier & Express Carriers (e.g. Federal Express)	Federal Express	\$98.50
Postage		
Other (Explain) - Working meal		
Messenger		\$50.00
Security at Site	SARA Consultants	
Additional Staff Time		\$74.86
Aerial Photographs		
Stationary & Supplies		
Returned Witness Fee		(\$55.00)

Dated: December 10, 2004

CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN

CHARLES C. CARELLA
BRENDAN T. BYRNE
JOHN N. BAIN
JOHN G. GILFILLAN, III
PETER G. STEWART
ELLIOT M. OLSTEIN
ARTHUR T. VANDERBILT, II
JAN ALAN BRODY
JOHN M. AGNELLO
CHARLES M. CARELLA
JAMES E. CECCHI
JAMES T. BYERS
DONALD F. MICELI
A. RICHARD ROSS
KENNETH L. WINTERS
JEFFREY A. COOPER
CARL R. WOODWARD, III
NABIL N. KASSEM
MELISSA E. FLAX
DENNIS F. GLEASON
DAVID G. GILFILLAN
G. GLENNON TROUBLEFIELD

HERBERT M. RINALDI
RICHARD K. MATANLE, II
DONALD S. BROOKS
RAYMOND R. SIBERINE
FRANCIS C. HAND
AVRAM S. EULE
JOHN A. AZZARELLO
LINSEY K. TAYLOR
OF COUNSEL
JAMES D. CECCHI (1933-1995)

A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
6 BECKER FARM ROAD
ROSELAND, N.J. 07068-1739
(973) 994-1700
TELECOPIER (973) 994-1744

RAYMOND J. LILLIE
WILLIAM SQUIRE
BRIAN H. FENLON
MARK D. MILLER
JUSTINE A. NICCOLAI
ROBERT P. DONOVAN
ALAN J. GRANT*
NICOLA R.J. HADZIOSMANOVIC
JOSEPH N. MINISH
MICHAEL P. PASQUALE
LAURA S. MUNZER
MARC D. MICELI
JENNIFER A. SULLIVAN
RAYMOND E. STAUFFER*
KERRIE R. HESLIN
ROBERT C. SCRIVO
*MEMBER N.Y. BAR ONLY

February 6, 2003

Conti Environmental, Inc.
3001 South Clinton Avenue
South Plainfield, New Jersey 07080

Attn. John Czapor

Re: Interfaith Community Organization v. Honeywell International, Inc., et al.
Civil Action No. 95-2097 (DMC)
File No. 734680-1

Dear Mr. Czapor:

Please be advised that, with this letter, I am hereby withdrawing the subpoena that was issued to and served on Conti Environmental, Inc. As such, I ask that you return the witness fee check which you received with the subpoena to my attention in the enclosed, self-addressed stamped envelope.

Thank you for your cooperation.

Very truly yours,

CARELLA, BYRNE, BAIN, GILFILLAN,
CECCHI, STEWART & OLSTEIN


MELISSA E. FLAX

MEF

Enclosure

cc: Christopher H. Marraro, Esq.

**CARELLA, BYRNE, BAIN &
GILFILLAN
6 BECKER FARM ROAD
ROSELAND, NJ 07068-1739
Vendor: 4758**

Page 1 of 1

THIS CHECK IS VOID WITHOUT A BLUE & GREEN BACKGROUND AND AN ARTIFICIAL WATERMARK CERTIFICATION SEAL ON THE BACK - HOLD AT ANGLE TO VIEW SEAL

62-22311

00003 4758

\$***55.00**

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

[illegible]

CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN**EMPLOYEE OVERTIME**EMPLOYEE Lois IsaacsonWEEK ENDING 10/29/04

DAY	DATE	Client/Matter Name & Client/Matter Number	TIME BEGIN	TIME END	APPROVAL ATTY ADM	
Sat.						
Sun.						
Mon.						
Tues.						
Wed.	10/20/04	W.R. Grace/Honeywell 734680-1	5:00	5:45		
Thurs.	10/21/04	W.R. Grace/Honeywell 734680-1	12:00	1:00		
Fri.						

DAY	DATE	Client/Matter Name & Client/Matter Number	TIME BEGIN	TIME END	APPROVAL ATTY ADM	
Sat.						
Sun.						
Mon.						
Tues.						
Wed.						
Thurs.						
Fri.						

#123778 v1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
)
W. R. GRACE & CO. et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)

VERIFICATION

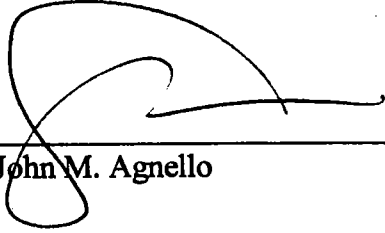
JOHN M. AGNELLO, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein and I am a member in good standing of the bars of the State of New Jersey, the United States District Court for the District of New Jersey, the United States Court of Appeals for the Third Circuit, the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the Supreme Court of the United States.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G_C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I have personally performed certain of, and overseen the legal services rendered by Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein as special litigation and environmental counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

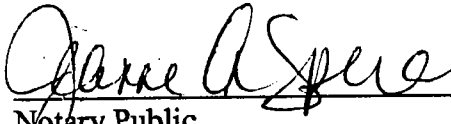
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



John M. Agnello

In the State of New Jersey

SWORN TO AND SUBSCRIBED
before me this 16th day of December, 2004



Notary Public

My Commission Expires:
JEANNE A. SPERA
A Notary Public Of New Jersey
My Commission Expires August 13, 2007

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
)
W. R. GRACE & CO. et al. ¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.) Objection Deadline: Jan. , 2005 at 4:00p.m.
Hearing Date : TDB only if necessary

**FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI,
STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR THE PERIOD
FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Comm., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

W.R. GRACE & COMPANY
 5400 BROKEN SOUND BLVD., N.W.
 BOCA RATON, FL 33487
 ATTN: RICHARD A. SENFTLEBEN, ESQ.

December 10, 2004
 Invoice No. 25969
 Client No. 734680

For Professional Services Rendered through 11/30/04

Matter # 734680.1 VS. HONEYWELL INTERNATIONAL

Litigation and Litigation Consulting

11/01/04 JMA Receipt and review email from M. Sprague regarding joint filings	.10	37.50
11/01/04 JMA Receipt and review District Court Joint Motion to Dismiss	.20	75.00
11/01/04 JMA Receipt and review Final Declaration of D. Field in support of Joint Motion	.30	112.50
11/01/04 JMA Receipt and review proposed order of dismissal - final	.20	75.00
11/01/04 JMA Appeal - receipt and review Joint Notice of Settlement to 3rd Circuit - Final	.20	75.00
11/01/04 LSM Telephone call title company	.30	48.00
11/02/04 JMA Phone - CHM regarding release of escrow	.20	75.00
11/02/04 JMA Phone - CHM regarding Honeywell as RP for Site 157	.30	112.50
11/02/04 JMA Receipt and review letter for Title Co. regarding release of escrow	.20	75.00
11/02/04 JMA Phone - R. Senftleben regarding escrow funds and Site 157	.20	75.00
11/02/04 JMA Phone - A. Nagy office	.10	37.50
11/02/04 JMA Phone - A. Nagy regarding escrow monies	.20	75.00
11/02/04 JMA Letter to L. Heller regarding escrow monies	.40	150.00
11/03/04 JMA Receipt and review notice of electronic filing regarding Joint Motion to Dismiss	.10	37.50
11/03/04 JMA RCRA Fee Appeal - Receipt and review notice of electronic filing regarding supersedeas bond	.10	37.50
11/03/04 JMA Receipt and review supersedeas bond executed and filed by clerk	.10	37.50

W.R. GRACE & COMPANY

Client No.

734680

December 10, 2004

INVOICE NO.

25969

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11/03/04 JMA	Receipt and review notice of electronic filing regarding Special Master Fee Application	.10	37.50
11/03/04 JMA	Receipt and review email from T. Pasuit regarding Special Master meeting (11/15/04)	.10	37.50
11/03/04 JMA	Receipt and review executed Joint Notice of Settlement	.10	37.50
11/03/04 JMA	Receipt and review Honeywell Statement of Issues remaining after ECARG/Grace settlement	.30	112.50
11/03/04 JMA	Receipt and review letter for CHM to Clerk withdrawing appeal	.20	75.00
11/03/04 JMA	Receipt and review letter from J. Stewart to Clerk with Supersedeas Bond	.10	37.50
11/03/04 JMA	Receipt and review executed Supersedeas Bond	.20	75.00
11/03/04 JMA	Bankruptcy notice	.10	37.50
11/03/04 JMA	Receipt and review letter from L. Thomas to Special Master re: IRM	.10	37.50
11/03/04 JMA	Receipt and review ICO expert comments regarding IRM and paving site	.30	112.50
11/03/04 JMA	Receipt and review letter from M. Sprague to Clerk with Joint Notice of Settlement	.10	37.50
11/03/04 JMA	Special Master Fee Application (17th)	.30	112.50
11/03/04 JMA	Proposed Order - Special Master Fee Application	.10	37.50
11/03/04 JMA	Letter to Judge Cavanaugh regarding Special Master Fee Application	.20	75.00
11/03/04 JMA	Receipt and review NEF regarding Special Master Fee Application	.10	37.50
11/03/04 JMA	Receipt and review Special Master motion for fees (17th application)	.20	75.00
11/03/04 JMA	Receipt and review letter for K. Millian to Special Master	.10	37.50
11/03/04 JMA	Receipt and review ICO revised schedule for Groundwater and Sediment Investigation	.20	75.00

W.R. GRACE & COMPANY

Client No.

734680

December 10, 2004

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Page 3

11/03/04 JMA	Receipt and review letter from D. Field to Clerk with Joint Motion to Dismiss	.10	37.50
11/03/04 JMA	Receipt and review Declaration of Field regarding Joint Motion to Dismiss	.20	75.00
11/03/04 JMA	Receipt and review proposed order of dismissal	.20	75.00
11/05/04 JMA	Phone - CHM regarding ICO position of Joint Application in District Court	.30	112.50
11/05/04 JMA	Phone - CHM regarding status of Site 157 turnover to Honeywell	.20	75.00
11/09/04 JMA	Phone - D. Field's office re: proposed Order of Dismissal	.10	37.50
11/09/04 JMA	Receipt and review email from H. Hale with Special Master comments to Honeywell 100% Design Report	.50	187.50
11/09/04 JMA	Receipt and review email from H. Hale with Special Master comments to River Discharge IRM	.40	150.00
11/10/04 JMA	Conference with CHM re: Honeywell assuming responsibility for Site 157	1.70	637.50
11/10/04 JMA	Conference with CHM re: Settlement Agreement limitations on participating in motion to dismiss	1.60	600.00
11/10/04 JMA	Conference with CHM re: ICO position re: dismissal of Honeywell and Grace claims	1.80	675.00
11/11/04 JMA	Receipt and review letter from D. Field to Clerk	.10	37.50
11/11/04 JMA	Receipt and review Honeywell opposition to ICO fees on fees petition	.40	150.00
11/11/04 JMA	Receipt and review notice of electronic filing - Honeywell opposition	.10	37.50
11/11/04 JMA	Appeal - receipt and review Order granting Grace withdrawal	.20	75.00
11/11/04 JMA	Appeal - letter to A. Nagy and R. Senftleben	.20	75.00
11/11/04 JMA	Receipt and review letter from D. Field to Judge Cavanaugh	.20	75.00

W.R. GRACE & COMPANY

Client No.

734680

December 10, 2004

INVOICE NO.

25969

Page 4

11/11/04 JMA	Receipt and review revised Order re: joint dismissal	.20	75.00
11/11/04 JMA	Receipt and review email from H. Hall re: 100% Design Report	.20	75.00
11/19/04 JMA	Phone - CHM re: Joint Motion to Dismiss	.30	112.50
11/24/04 JMA	Receipt and review email from T. Pasuit re: Second Restated Stipulated Order - RAWP	.20	75.00
11/24/04 JMA	Receipt and review Special Master's draft of Second Restated Order	.20	75.00
11/24/04 JMA	Receipt and review letter from L. Walsh to Judge Cavanaugh re: Fee Application Hearing	.20	75.00
11/24/04 JMA	Receipt and review letter from K. Millian to Judge Cavanaugh re: 8/26/04 Order	.20	75.00
11/24/04 JMA	Receipt and review ICO response to Honeywell's Statement of Issues remaining on appeal	.50	187.50
11/24/04 JMA	Receipt and review email from T. Pasuit with final draft of Second Restated Order re: RAWP	.20	75.00
11/24/04 JMA	Receipt and review ICO comments to draft Second Amended Order re: RAWP	.20	75.00
11/24/04 JMA	Receipt and review letter from L. Thomas to Clerk	.10	37.50
11/24/04 JMA	Receipt and review ICO opposition to Honeywell and Grace Joint Motion	.30	112.50
11/24/04 JMA	Receipt and review ICO proposed Order denying joint motion	.20	75.00
11/24/04 JMA	Appeal - receipt and review Third Circuit Order denying ICO sur-reply re: Honeywell motion to stay	.20	75.00
11/29/04 JMA	Letter to R. Senftleben and A. Nagy re: ICO opposition to Honeywell and Grace Joint Motion to Dismiss	.20	75.00
11/29/04 JMA	Phone - CHM re: ICO opposition to Honeywell and Grace Joint Motion	.30	112.50
11/30/04 JMA	Appeal - receipt and review notice of oral argument from Third Circuit	.20	75.00

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11/30/04 JMA Appeal - letter to A. Nagy and R. Senftleben re: oral argument	.20	75.00
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Fee Applications, Applicant

11/02/04 MEF PACER search regarding status of CNO for 31st monthly fee application	.20	50.00
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11/04/04 MEF Fee Application - review October fee detail	1.20	300.00
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11/04/04 MEF Fee Application - PACER search - CNO for 31st monthly fee application	.20	50.00
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11/04/04 MEF Fee Application - review CNO for 31st monthly fee application	.20	50.00
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11/06/04 MEF Fee Application - review revised fee detail	.30	75.00
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11/06/04 MEF Fee Application - prepare 32nd Monthly Fee Application	1.20	300.00
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11/06/04 MEF Fee Application - letter to P. Cuniff regarding 32nd fee application	.20	50.00
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11/08/04 JMA Review and execute Carella, Byrne 32nd Monthly Fee Application	.40	150.00
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11/24/04 JMA Receipt and review Fee Auditor's Final Report for 13th Interim Period	.30	112.50
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11/29/04 MEF Fee Application - receipt and review Fee Auditor Final Report regarding 13th Quarterly Application	.30	75.00
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Total Fees:

8,085.50

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SUMMARY OF FEES:

-----TIME AND FEE SUMMARY-----			
-----TIMEKEEPER-----	RATE	HOURS	FEES
J M AGNELLO	375.00	18.90	7087.50
M E FLAX	250.00	3.80	950.00
Laura S Munzer	160.00	.30	48.00
TOTALS		23.00	8085.50

EXHIBIT B

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Disbursements

Costs Advanced

11/29/04 Costs Advanced

(55.00)

SUBTOTAL: (55.00)

11/30/04 Faxes
11/30/04 Telephone
11/30/04 Additional Staff Time
11/30/04 Computer Searches
11/30/04 Federal Express
11/30/04 Messenger - In House

51.00
40.26
74.86
13.45
98.50
50.00

273.07

Total Costs

8,358.57

Total Due this Matter
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